

AMENDED DECLARATION AND NOTICE OF POOLED UNIT

FLOYD JOHNSON UNIT

This Amended Declaration and Notice of Pooled Unit dated June 2, 2010, is executed to be effective as of December 12, 2009, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who are the owners of an interest in the oil and gas estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, a Declaration and Notice of Pooled Unit was previously recorded, this Amended Declaration and Notice of Pooled Unit is being filed to correct scrivener errors as to leasehold and acreage included in the unit.

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. Declaration of Unit: In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. Unit Name. The pooled unit created hereby shall be known as the "**Floyd Johnson Unit**" ("the Unit").

3. Description of Unit: The Unit shall consist of **240.905989 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit: The effect of this Amended Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend: The undersigned hereby expressly reserve the right, from time to time, to amend this Amended Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall County and Wetzel County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts: This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Jan Pest
MARSHALL County 03:27:30 PM
Instrument No 1290971
Date Recorded 08/26/2010
Document Type O&G
Pages Recorded 7
Book-Page 707-26
Recording Fee \$7.00
Additional \$6.00

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: [Signature]
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *MR*

Statoil USA Onshore Properties Inc.

By: [Signature]
Arthur R. Boehm, Jr.
Attorney-in-Fact

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
COUNTY OF Oklahoma) SS:

On this, the 2nd day of June, 2010, before me Sally Glenn, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



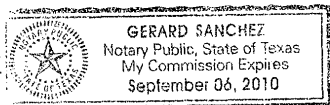
My Commission Expires: 4/16/14
Signature/Notary Public: Sally Glenn
Name/Notary Public (print): SALLY GLENN

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
COUNTY OF HARRIS) SS:

On this, the 10TH day of JUNE, 2010, before me GERARD SANCHEZ, the undersigned officer, personally appeared Arthur R. Boehm, Jr., who acknowledged himself to be the Attorney-in-Fact of Statoil USA Onshore Properties Inc., a corporation, and that he as such Attorney-in-Fact, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Attorney-in-Fact.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 9-6-2010
Signature/Notary Public: Gerard Sanchez
Name/Notary Public (print): GERARD SANCHEZ

This document prepared by:
Chesapeake Appalachia, L.L.C.
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Amended Exhibit "A"

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated June 2, 2010, but effective December 12, 2009

FLOYD JOHNSON UNIT

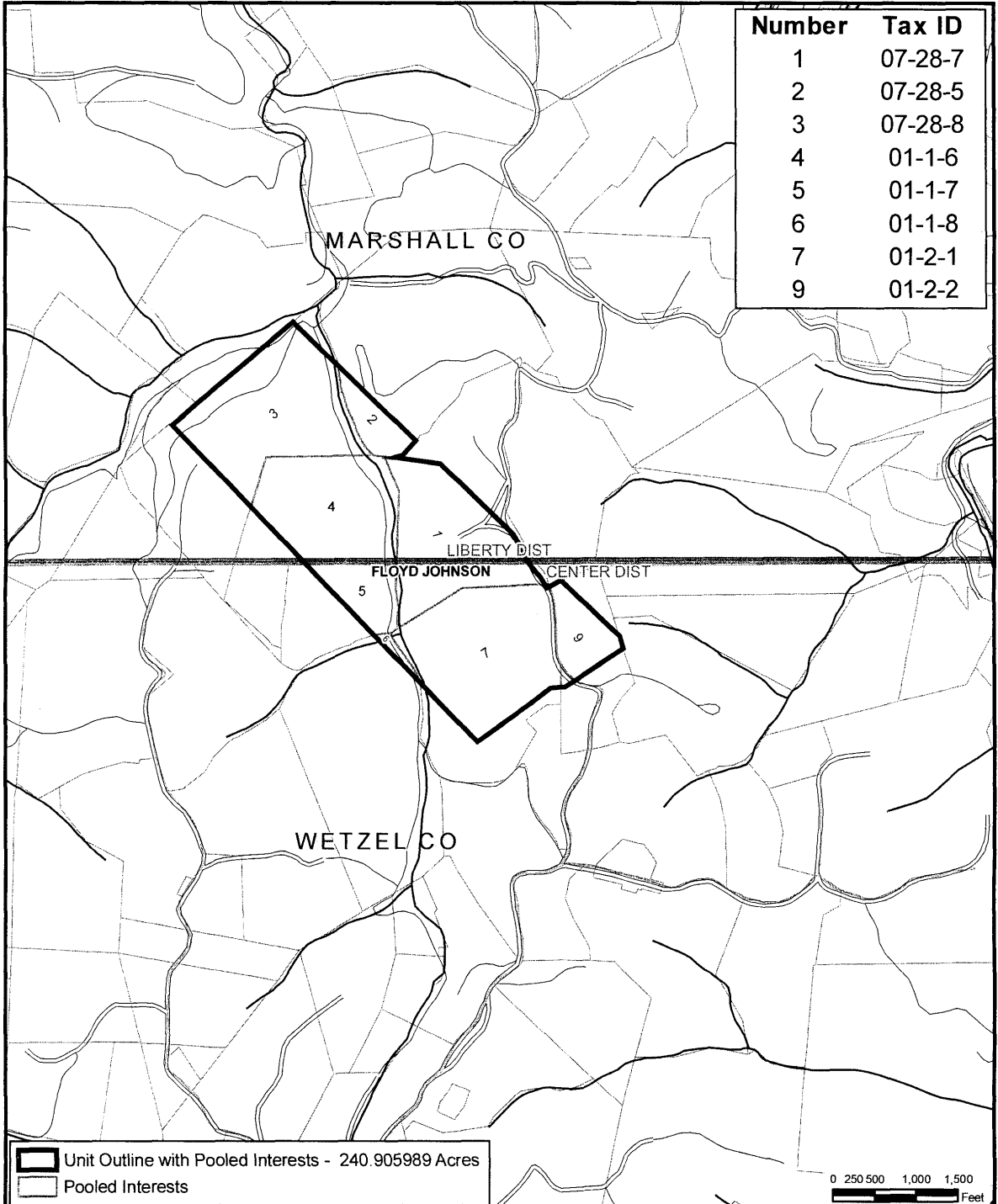
Wetzel County and Marshall County, West Virginia

LEASE NUMBER	LEASE NAME	LEASE DATE	RECORDING INFO	COUNTY	UNITIZED TAX ID NUMBERS	ACRES ON LEASE	ACRES IN UNIT
1-254911-000	H. N. Johnson and Mary V. Johnson	4/9/1915	Book 5A, Page 349	Wetzel	01-01-06 & 01-01-07	84.000000	50.6497664
1-254771-000	O.W. Yeater and Ethel Yeater	1/11/1962	Book 47A, Page 161	Wetzel	01-01-08	110.000000	1.644611555
1-254770-000	Harold Stansberry, Lloyd E. McDowell and Emma McDowell	1/9/1962	Book 45A, Page 349	Wetzel	01-02-01	66.000000	47.43317997
1-254768-000	Harold R. Stansberry	1/9/1962	Book 45A, Page 170	Wetzel	01-02-02	28.530000	11.27370012
1-225500-006	Brian H. Teagarden and Kathryn D. Teagarden	12/18/2004	Book 643, Page 98	Marshall	07-28-05	107.76	0.134923
1-225500-007	Jerry N. Teagarden	12/18/2004	Book 643, Page 112	Marshall	07-28-05	107.76	0.067462
1-225500-008	Bernard R. Teagarden and Jane Teagarden	12/17/2004	Book 643, Page 110	Marshall	07-28-05	107.76	0.134921
1-225500-009	Willard L. Teagarden	12/21/2004	Book 643, Page 108	Marshall	07-28-05	107.76	0.067462
1-225500-010	Chad Teagarden	12/20/2004	Book 643, Page 104	Marshall	07-28-05	107.76	0.011243
1-225500-011	Teryl Clutter	12/20/2004	Book 643, Page 106	Marshall	07-28-05	107.76	0.011243
1-225500-012	Robin J. Smith	1/7/2005	Book 643, Page 256	Marshall	07-28-05	107.76	0.011243
1-225500-013	Douglas R. Teagarden	1/5/2005	Book 643, Page 254	Marshall	07-28-05	107.76	0.011243
1-225500-014	Jean McCulloh	12/29/2004	Book 643, Page 269	Marshall	07-28-05	107.76	0.134923
1-225500-016	Charles N. Teagarden	12/29/2004	Book 643, Page 336	Marshall	07-28-05	107.76	0.011243
1-225500-017	Hilda Daugherty	1/13/2005	Book 643, Page 342	Marshall	07-28-05	107.76	0.081718
1-225500-019	Thomas E. Teagarden	12/21/2004	Book 643, Page 332	Marshall	07-28-05	107.76	0.011243
1-225500-026	Teri Lee Parrish	1/26/2005	Book 643, Page 558	Marshall	07-28-05	107.76	0.112436
1-225500-029	Larry W. Yeater	1/26/2005	Book 643, Page 564	Marshall	07-28-05	107.76	0.674616
1-225500-030	Helen V. Rutan	2/11/2005	Book 643, Page 568	Marshall	07-28-05	107.76	0.337308
1-225500-031	Jeanette F. Yeater	1/21/2005	Book 643, Page 562	Marshall	07-28-05	107.76	0.674616
1-225500-035	Nedra Lynn Grubel	1/24/2005	Book 84A, Page 429	Marshall	07-28-05	107.76	1.180578
1-225500-036	Linda L. Moore	3/8/2005	Book 644, Page 365	Marshall	07-28-05	107.76	0.089949
1-225500-040	Turis Jan Walker	12/7/2009	Book 680, Page 368	Marshall	07-28-05	107.76	0.067462
1-225500-045	Sara J. Rush	12/8/2009	Book 682, Page 287	Marshall	07-28-05	107.76	0.049063
1-225500-046	Camilla P. Rush	12/8/2009	Book 682, Page 238	Marshall	07-28-05	107.76	0.049063
1-225500-048	Shirley A. Comfort & Rudolf Comfort	12/2/2009	Book 682, Page 222	Marshall	07-28-05	107.76	0.049063
1-225500-049	Tonya Rae Phillips	4/27/2009	Book 682, Page 219	Marshall	07-28-05	107.76	0.020469
1-225500-050	Donald Eugene Rush	4/27/2009	Book 682, Page 216	Marshall	07-28-05	107.76	0.020469

CAROL S HAUGHT
WETZEL County 11:08:24 AM
Instrument No 106310
Date Recorded 08/26/2010
Document Type C&S
Book-Page 112A-612
Recording Fee \$6.00
Additional \$6.00

Amended Exhibit "B"

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated June 2, 2010, but effective as of December 12, 2009 by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.



Unit Plat
Floyd Johnson Common Pad
Marshall & Wetzel Co., WV

1 inch = 1,500 feet

Date: 05/27/2010

WEST VIRGINIA, WETZEL COUNTY

I, CAROL S. HAUGHT, Clerk of the County Commission do hereby certify that the foregoing is a true and correct copy of the original paper presented into this office.

Given under my hand and Seal of said Office this 26th day of August, 2010.

Carol S. Haught
Clerk Wetzel County Commission

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 2nd day of June, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 26th day of August, 2010 at 3:27 o'clock P.M.

TESTE: Jan Pest Clerk.